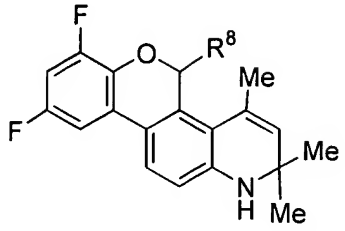
Amendments to the claims:

This listing of claims will replace all prior versions, and listings, of claims in the application.

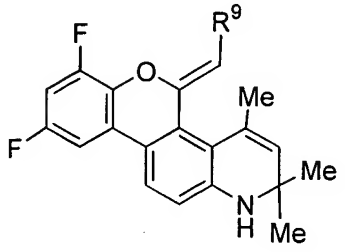
Listing of Claims:

1. (original) A compound of the formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1–C_{12} alkyl, C_1–C_{12} heteroalkyl, C_1–C_{12} haloalkyl, C_2–C_{12} alkenyl, C_2–C_{12} heteroalkenyl, C_2–C_{12} haloalkenyl, C_2–C_{12} alkynyl, C_2–C_{12} heteroalkynyl, C_2–C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, C_2–C_8 alkenyl or cycloalkenyl, C_2–C_8 heteroalkenyl, C_2–C_8 haloalkenyl, C_2–C_8 alkynyl, C_2–C_8 heteroalkynyl, C_2–C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^{10} and R^{11} each independently is hydrogen, or C_1–C_4 alkyl;

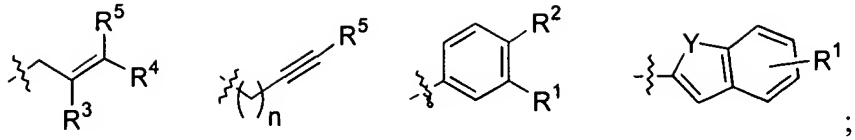
or a pharmaceutically acceptable salt or prodrug thereof.

2. (original) A compound according to claim 1, wherein R^8 is selected from the group of C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, C_2–C_8 alkenyl, C_2–C_8 heteroalkenyl, C_2–C_8 haloalkenyl, C_2–C_8 alkynyl, C_2–C_8 heteroalkynyl, C_2–C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

3. (original) A compound according to claim 2, wherein R^8 is selected from the group of C_1–C_4 alkyl, C_1–C_4 heteroalkyl, C_1–C_4 haloalkyl, C_2–C_4 alkenyl, C_2–C_4 heteroalkenyl, C_2–C_4 haloalkenyl, C_2–C_4 alkynyl, C_2–C_4 heteroalkynyl, and C_2–C_4 haloalkynyl.

4. (original) A compound according to claim 2, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

5. (original) A compound according to claim 2, wherein R^8 is selected from the group of



;

R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1–C_4 alkyl;

R^3 through R^5 each independently is selected from group of hydrogen, F, Cl, and C_1–C_4 alkyl;

n is 0 or 1; and

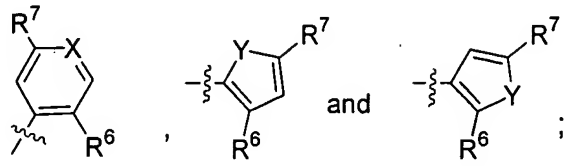
Y is selected from the group of O, S, and NR^{10}.

6. (original) A compound according to claim 1, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1–C_6 alkyl, C_1–C_6 heteroalkyl, C_1–C_6 haloalkyl, C_2–C_6 alkenyl or cycloalkenyl, C_2–C_6 heteroalkenyl, C_2–C_6 haloalkenyl, C_2–C_6 alkynyl, C_2–C_6 heteroalkynyl, C_2–C_6 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

7. (original) A compound according to claim 6, wherein R^9 is selected from the group of hydrogen, Br, Cl, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, C_1–C_4 haloalkyl, C_2–C_4 alkenyl, C_2–C_4 heteroalkenyl, C_2–C_4 haloalkenyl, C_2–C_4 alkynyl and C_2–C_4 heteroalkynyl, C_2–C_4 haloalkynyl.

8. (original) A compound according to claim 6, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

9. (original) A compound according to claim 6, wherein R9 is selected from the group of



R^6 is selected from the group of hydrogen, F, Cl, Br, C_1–C_4 alkyl, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

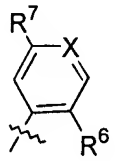
R^7 is hydrogen, F, or Cl;

R^{10} and R^{11} each independently is hydrogen, or C_1–C_4 alkyl;

X is CH or N; and

Y is selected from the group of O, S, and NR^{10}.

10. (original) A compound according to claim 9, wherein R^9 is



R^6 is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, OMe, OEt, NHMe, and NMe_2;

R^7 is hydrogen, F, or Cl; and

X is CH or N.

11. (original) A compound according to claim 9, where R^6 is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe_2.

12. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **10**);

7,9-difluoro-5(*Z*)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **12**);

7,9-difluoro-5(*Z*)-(2-chlorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **13**);

7,9-difluoro-5(*Z*)-(4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **14**);

7,9-difluoro-5(*Z*)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **15**);

7,9-difluoro-5(*Z*)-(4-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **16**);

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **17**);

7,9-difluoro-5(*Z*)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **18**);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **19**);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **20**);

7,9-difluoro-5(*Z*)-(2-methyl-3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **21**);

7,9-difluoro-5(*Z*)-(3-methyl-2-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **22**);

7,9-difluoro-5(*Z*)-(2,3-dimethylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **23**);

7,9-difluoro-5(*Z*)-cyanomethylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **24**);

7,9-difluoro-5(*Z*)-hexylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **25**);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **26**);

7,9-difluoro-5(*Z*)-(2,4,5-trifluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **27**);

7,9-difluoro-5-methylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **28**);

7,9-difluoro-5(*Z*)-bromomethylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **29**);

7,9-difluoro-5(*Z*)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **30**);

7,9-difluoro-5(*Z*)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **31**);

(±)-7,9-difluoro-5-methoxy-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **32**);

(±)-7,9-difluoro-5-phenyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **33**);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **34**);

(±)-7,9-difluoro-5-(1,3-benzodioxol-5-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **35**);

(±)-7,9-difluoro-5-(4-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **36**);

(±)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **37**);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **38**);

(+)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **39**);

(±)-7,9-difluoro-5-(3-fluorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **40**);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **41**);

(±)-7,9-difluoro-5-(3-bromophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **42**);

(±)-7,9-difluoro-5-(4-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **43**);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **44**);

(±)-7,9-difluoro-5-(2-oxo-2-phenylethyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **45**);

(±)-7,9-difluoro-5-ethyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **46**);

(±)-7,9-difluoro-5-ethenyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **47**);

(±)-7,9-difluoro-5-(2-oxo-3-butenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **48**);

(±)-7,9-difluoro-1,2-dihydro-α,α,2,2,4-pentamethyl-5*H*-chromeno[3,4-*f*]quinoline-5-ethanoate (Compound **49**);

(±)-7,9-difluoro-5-ethynyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **50**);

(±)-7,9-difluoro-5-cyano-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **51**);

(±)-7,9-difluoro-5-butyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **52**);

(±)-7,9-difluoro-5-(2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **53**);

(±)-7,9-difluoro-5-(2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **54**);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **55**);

(±)-7,9-difluoro-5-[3-(trifluoromethyl)phenyl]-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **56**);

Ethyl (±)-7,9-difluoro-1,2-dihydro-α-methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanoate (Compound **57**);

(±)-7,9-difluoro-1,2-dihydro-β-methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanol (Compound **58**);

(±)-7,9-difluoro-1,2-dihydro-β-methylene-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline-5-propanol acetate(Compound **59**);

(±)-7,9-difluoro-5-(1-methylethenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **60**);

(±)-7,9-difluoro-5-(N-methyl-2-pyrrolyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **61**);

(±)-7,9-difluoro-5-phenylethynyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **62**);

(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **63**);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **64**);

(+)-7,9-difluoro-5-(benzo[b]thie-2yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **65**);

(±)-7,9-difluoro-5-(5-methyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **66**);

(±)-7,9-difluoro-5-(2-benzo[b]furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **67**);

(±)-7,9-difluoro-5-[4-(dimethylamino)phenyl]-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **68**);

(±)-7,9-difluoro-5-(5-methyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **69**);

(±)-7,9-difluoro-5-(5-methoxy-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **70**);

(±)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **71**);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **72**);

(+)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **73**);

(±)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **74**);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **75**);

(+)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **76**);

(±)-7,9-difluoro-5-(4,5-dimethyl-2-furyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **77**);

(±)-7,9-difluoro-5-(2-methyl-1-propenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **78**);

(±)-7,9-difluoro-5-(3,4-dimethyl-2-thienyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **79**);

(±)-7,9-difluoro-5-(3-(3-bromophenyl)phenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **80**); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **81**).

13. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-benzylidene-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **10**);

7,9-difluoro-5(*Z*)-(2-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **12**);

7,9-difluoro-5(*Z*)-(3-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **15**);

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **17**);

7,9-difluoro-5(*Z*)-(2-methoxybenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **18**);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **19**);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **20**);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **26**);

7,9-difluoro-5(*Z*)-(3-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **30**);

7,9-difluoro-5(*Z*)-(2-thienylmethylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **31**);

(±)-7,9-difluoro-5-(3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **34**);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **38**);

(±)-7,9-difluoro-5-(3-chlorophenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **41**);

(±)-7,9-difluoro-1,2-dihydro-2,2,4,5-tetramethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **44**);

(±)-7,9-difluoro-5-allyl-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **55**);

(±)-7,9-difluoro-5-(3-trifluoromethylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **56**);

(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **63**);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **64**);

(+)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **65**);

(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **72**);

(-)-7,9-difluoro-5-(1-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **75**); and

7,9-difluoro-5-(2-methylbenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **81**).

14. (original) A compound according to claim 1, wherein said compound is selected from the group of:

7,9-difluoro-5(*Z*)-(2,5-difluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **17**);

7,9-difluoro-5(*Z*)-(2-methyl-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **19**);

7,9-difluoro-5(*Z*)-(3-methyl-4-picolylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **20**);

7,9-difluoro-5(*Z*)-(2-methoxy-5-fluorobenzylidene)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **26**);

(-)-7,9-difluoro-5-(4-chloro-3-methylphenyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **38**);

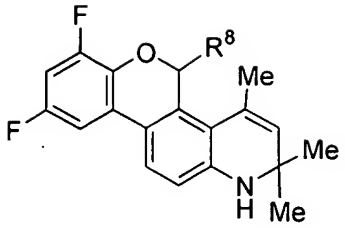
(±)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **63**);

(-)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **64**);

(+)-7,9-difluoro-5-(benzo[b]thien-2-yl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **65**); and

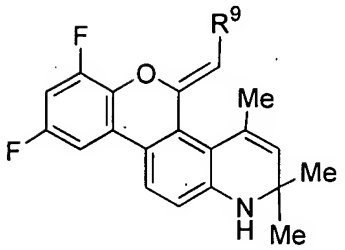
(-)-7,9-difluoro-5-(2-propynyl)-1,2-dihydro-2,2,4-trimethyl-5*H*-chromeno[3,4-*f*]quinoline (Compound **72**).

15. (original) A pharmaceutical composition comprising a pharmaceutically acceptable carrier and a compound of formula:



(I)

or



(II)

wherein:

R^8 is selected from the group of C_1–C_{12} alkyl, C_1–C_{12} heteroalkyl, C_1–C_{12} haloalkyl, C_2–C_{12} alkenyl, C_2–C_{12} heteroalkenyl, C_2–C_{12} haloalkenyl, C_2–C_{12} alkynyl, C_2–C_{12} heteroalkynyl, C_2–C_{12} haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, C_2–C_8 alkenyl or cycloalkenyl, C_2–C_8 heteroalkenyl, C_2–C_8 haloalkenyl, C_2–C_8 alkynyl, C_2–C_8 heteroalkynyl, C_2–C_8 haloalkynyl, aryl and heteroaryl optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

R^{10} and R^{11} each independently is hydrogen, or C_1–C_4 alkyl;

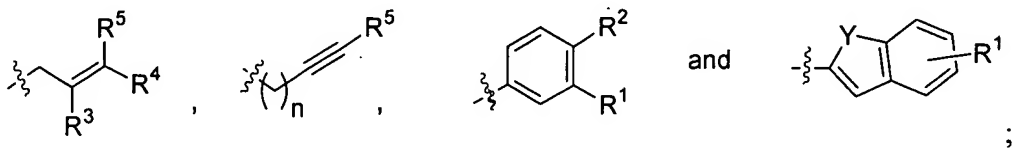
or a pharmaceutically acceptable salt or prodrug thereof.

16. (original) A pharmaceutical composition according to claim 15, wherein R^8 is selected from the group of C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, C_2–C_8 alkenyl, C_2–C_8 heteroalkenyl, C_2–C_8 haloalkenyl, C_2–C_8 alkynyl, C_2–C_8 heteroalkynyl, C_2–C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

17. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of C_1–C_4 alkyl, C_1–C_4 heteroalkyl, C_1–C_4 haloalkyl, C_2–C_4 alkenyl, C_2–C_4 heteroalkenyl, C_2–C_4 haloalkenyl, and C_2–C_4 alkynyl, C_2–C_4 heteroalkynyl and C_2–C_4 haloalkynyl.

18. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

19. (original) A pharmaceutical composition according to claim 16, wherein R^8 is selected from the group of



;

R^1 and R^2 each independently is selected from the group of hydrogen, F, Cl, Br and C_1–C_4 alkyl;

R^3 through R^5 each independently is selected from the group of hydrogen, F, Cl, and C_1–C_4 alkyl;

n is 0 or 1; and

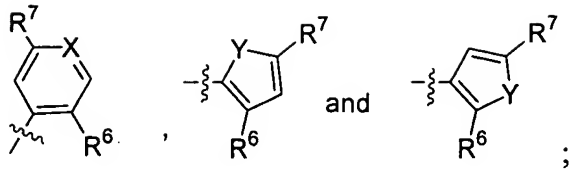
Y is selected from the group of O, S, and NR^{10}.

20. (original) A pharmaceutical composition according to claim 15, wherein R^9 is selected from the group of hydrogen, F, Cl, Br, CN, C_1–C_6 alkyl, C_1–C_6 heteroalkyl, C_1–C_6 haloalkyl, C_2–C_6 alkenyl or cycloalkenyl, C_2–C_6 heteroalkenyl, C_2–C_6 haloalkenyl, C_2–C_6 alkynyl, C_2–C_6 heteroalkynyl, C_2–C_6 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

21. (original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of hydrogen, Br, Cl, C_1–C_4 alkyl, C_1–C_4 heteroalkyl, C_1–C_4 haloalkyl, C_2–C_4 alkenyl, C_2–C_4 heteroalkenyl, C_2–C_4 haloalkenyl, C_2–C_4 alkynyl, C_2–C_4 heteroalkynyl, and C_2–C_4 haloalkynyl.

22. (original) A pharmaceutical composition according to claim 20, wherein R^9 is selected from the group of aryl and heteroaryl radicals, wherein said aryl and heteroaryl radicals are optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, CN, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, OR^{10}, SR^{10}, and $NR^{10}R^{11}$.

23. (original) A pharmaceutical composition according to claim 22, wherein R^9 is selected from the group of



R^6 is selected from the group of hydrogen, F, Cl, Br, C_1–C_4 alkyl, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

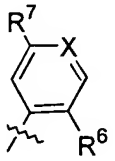
R^7 is hydrogen, F, or Cl;

R^{10} and R^{11} each independently is hydrogen, or C_1–C_4 alkyl;

X is CH or N; and

Y is selected from group of O, S, and NR^{10}.

24. (original) A pharmaceutical composition according to claim 23, wherein R^9 is



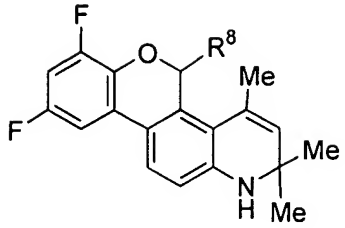
R^6 is selected from the group of hydrogen, F, Cl, C_1–C_4 alkyl, OMe, OEt, NHMe, and NMe_2; and

R^7 is hydrogen, F, or Cl.

25. (original) A pharmaceutical composition according to claim 23, where R^6 is selected from the group of F, Me, Et, OMe, OEt, SMe, and NMe_2.

26. (currently amended) A method of treating an individual having a condition mediated by a progesterone receptor comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of~~ claims 1 ~~to 14~~.

27. (original) A method according to claim 26, wherein said compound is represented by formula (I):



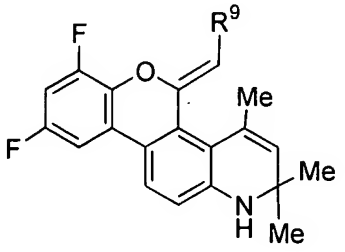
(I)

wherein:

R^8 is selected from the group of C_1–C_{12} alkyl, C_1–C_{12} heteroalkyl, C_1–C_{12} haloalkyl, C_2–C_{12} alkenyl, C_2–C_{12} heteroalkenyl, C_2–C_{12} haloalkenyl, C_2–C_{12} alkynyl, C_2–C_{12} heteroalkynyl, C_2–C_{12} haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

or a pharmaceutically acceptable salt or prodrug thereof.

28. (original) A method according to claim 26, wherein said compound is represented by formula (II):



(II)

wherein:

R^9 is selected from the group of hydrogen, F, Cl, Br, I, CN, C_1–C_8 alkyl, C_1–C_8 heteroalkyl, C_1–C_8 haloalkyl, C_2–C_8 alkenyl or cycloalkenyl, C_2–C_8 heteroalkenyl, C_2–C_8

haloalkenyl, C_2–C_8 alkynyl, C_2–C_8 heteroalkynyl, C_2–C_8 haloalkynyl, aryl and heteroaryl, optionally substituted with one or more substituents independently selected from the group of hydrogen, C_1–C_4 alkyl, F, Cl, Br, I, CN, NO_2, NH_2, $NHCH_3$, $N(CH_3)_2$, SH, SCH_3, OH, OCH_3, OCF_3, CF_3, $C(O)CH_3$, CO_2CH_3, $C(O)NH_2$, OR^{10}, SR^{10}, and $NR^{10}R^{11}$;

or a pharmaceutically acceptable salt or prodrug thereof.

29. (original) A method according to claim 26, wherein said condition is selected from the group of dysfunctional uterine bleeding, dysmenorrhea, endometriosis, leiomyomas (uterine fibroids), hot flushes, mood disorders, meningiomas, hormone-dependent cancers, and female osteoporosis.

30. (currently amended) A method of modulating fertility in an individual comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of~~ claims 1 ~~to 25~~ or 15.

31. (currently amended) A method of providing contraception in an individual comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of~~ claims 1 ~~to 25~~ or 15.

32. (original) A method according to claim 26, wherein said condition is alleviated with female hormone replacement therapy.

33. (currently amended) A method of modulating a progesterone receptor in an individual comprising administering a progesterone modulating effective amount of a compound according to ~~any one of~~ claims 1 ~~to 25~~ or 15.

34. (original) A method according to claim 33, wherein said modulation is activation.

35. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 100 nM.

36. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 50 nM.

37. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 20 nM.

38. (original) A method according to claim 34, wherein said compound provides at least 50% maximal activation of the progesterone receptor at a blood plasma concentration of less than 10 nM.

39. (currently amended) A method of treating an individual having cancer comprising administering to said individual a pharmaceutically effective amount of a compound according to ~~any one of~~ claims 1 ~~to 25~~ or 15.

40. (currently amended) A method of determining the presence of a progesterone receptor in a cell or cell extract comprising (a) labeling a compound according to claims according to ~~any one of~~ claims 1 ~~to 25~~ or 15; (b) contracting the cell or cell extract with said labeled compound; and (c) testing the contracted cell or cell extract to determine the presence of progesterone receptor.